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- and -

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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 4434 AND  
DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 16559  
(BAY COUNTY TAX COLLECTOR)

PLEASE TAKE NOTICE that on April 27, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proof of claim number 4434 ("Claim No. 4434") filed by Bay County Tax Collector (the "Claimant") pursuant to the Debtors' Twelfth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims And (B) Equity Claims (Docket No. 7824) (the "Twelfth Omnibus Claims Objection") and to proof of claim number 16559 ("Claim No. 16559" and together with Claim No. 4434, the "Proofs of Claim") pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

PLEASE TAKE FURTHER NOTICE that the Debtors and the Claimant have agreed to settle the Twelfth Omnibus Claims Objection and the Thirteenth Omnibus Claims Objection with respect to the Proofs of Claim, and because the claims (the "Claims") asserted in the Proofs of Claim involve an ordinary course controversy and pursuant to the Amended And Restated Order Under 11 U.S.C. §§ 363, 502 And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401), the Debtors and the Claimant have executed a Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim

Number 4434 And Disallowing And Expunging Proof Of Claim Number 16559 (Bay County Tax Collector) (the "Joint Stipulation").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Joint Stipulation, the Debtors and the Claimant have agreed (i) to allow Claim No. 4434 as a secured claim in the amount of \$17,762.52, (ii) that Claim No. 16559 shall be disallowed and expunged in its entirety, and (iii) that the Claimant shall withdraw its Response To Debtors' Objection By Bay County, Florida, Tax Collector (Docket No. 8080) and its Bay County (FLA.) Tax Collector's Supplement To Her Response Filed On 5/21/07 Response To Debtors' Twelfth & Thirteenth Omnibus Objection To Certain Claims (#4434 & #16559) (Docket No. 8105) with prejudice.

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Joint Stipulation will be held on May 8, 2008, at 10:00 a.m. (prevailing Eastern Time) (the "Hearing") in the United States Bankruptcy Court for the Southern District of New York.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Joint Stipulation are timely filed, served, and received, the Debtors will present the Joint Stipulation for consideration at the Hearing.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Joint Stipulation must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Claims Objection Procedures Order, (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable

Document Format (PDF), WordPerfect, or any other Windows-based word processing format),  
(d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain,  
United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of  
New York, One Bowling Green, Room 632, New York, New York 10004, and (e) be served  
upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel)  
and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker  
Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and  
Joseph N. Wharton), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern  
time) on May 7, 2008.

Dated: New York, New York  
May 1, 2008

SKADDEN, ARPS, SLATE, MEAGHER &  
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